



INTERTEK GROUP PLC

AUDIT COMMITTEE TERMS OF REFERENCE

1	Membership
1.1	The Committee shall comprise at least three members. Members of the Committee shall be appointed by the Board, on the recommendation of the Nomination Committee in consultation with the Chairman of the Committee.
1.2	All members of the Committee shall be independent non-executive directors at least one of whom shall have recent and relevant financial experience. The Chairman of the Board shall not be a member of the Committee. The Committee as a whole shall have competence relevant to the sector in which the Company operates.
1.3	Only members of the Committee have the right to attend Committee meetings. However, other individuals may be invited to attend all or part of any meeting as and when appropriate and necessary.
1.4	The external auditor will be invited to attend meetings of the Committee on a regular basis.
1.5	Appointments to the Committee shall be for a period of up to three years, which may be extended for further periods of up to three years, provided the director still meets the criteria for membership of the Committee.
1.6	The Board shall appoint the Committee Chairman who shall be an independent non-executive director. In the absence of the Committee Chairman and/or an appointed deputy, the remaining members present shall elect one of themselves to chair the meeting.
2	Secretary
2.1	The Group Company Secretary or his or her nominee shall act as the Secretary of the Committee.
3	Quorum
3.1	The quorum necessary for the transaction of business shall be two members. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
4	Frequency of meetings
4.1	The Committee shall meet at least three times a year at appropriate times in the reporting and audit cycle and otherwise as required.

5	Notice of Meetings
5.1	Meetings of the Committee shall be called by the Secretary of the Committee at the request of any of its members or at the request of the external auditor or Group Audit Director if they consider it necessary.
5.2	Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee and any other person required to attend, no later than five days before the date of the meeting. Supporting papers shall be sent to Committee members and to other attendees as appropriate, at the same time.
6	Minutes of meetings
6.1	The Secretary shall minute the proceedings and decisions of all meetings of the Committee, including recording the names of those present and in attendance.
6.2	Draft minutes of Committee meetings shall be circulated promptly to all members of the Committee. Once approved, minutes should be circulated to all other members of the Board unless it would be inappropriate to do so.
7	Annual General Meeting
7.1	The Committee Chairman should attend the annual general meeting to answer shareholder questions on the Committee's activities.
8	Duties
	The Committee should carry out the duties below for the parent company, major subsidiary undertakings and the group as a whole, as appropriate.
8.1	<u>Financial reporting</u>
8.1.1	The Committee shall monitor the integrity of the financial statements of the Company, including its annual and half-yearly reports, and any other formal announcement relating to its financial performance, reviewing significant financial reporting issues and judgements which they contain having regard to the matters communicated to it by the auditor.
8.1.2	In particular, the Committee shall review and challenge where necessary –
8.1.2.1	the consistency of, and any changes to, significant accounting policies both on a year on year basis and across the Company;
8.1.2.2	the methods used to account for significant or unusual transactions where different approaches are possible;
8.1.2.3	whether the Company has followed appropriate accounting policies and made appropriate estimates and judgements, taking into account the views of the external auditor;
8.1.2.4	the clarity and completeness of disclosure in the Company's financial reports and the context in which statements are made; and
8.1.2.5	all material information presented with the financial statements, such as the strategic report and the

	corporate governance statements relating to the audit and risk management).
8.1.3	Where the Committee is not satisfied with any aspect of the proposed financial reporting by the Company, it shall report its views to the Board.
8.2	<p><u>Narrative reporting</u></p> <p>Where requested by the Board, the Committee should review the content of the annual report and accounts and advise the Board on whether, taken as a whole, it is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's position and performance, business model and strategy.</p>
8.3	<p><u>Internal controls and risk management systems</u></p> <p>The Committee shall</p>
8.3.1	keep under review the adequacy and effectiveness of the Company's internal financial controls, internal control and risk management and assurance systems; and
8.3.2	review and approve the statements to be included in the annual report concerning internal controls and risk management and assurance.
8.4	<p><u>Compliance, whistle blowing and fraud</u></p> <p>The Committee shall</p>
8.4.1	review the adequacy and security of the Company's arrangements for its employees and contractors to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters. The Committee shall ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow up action;
8.4.2	review the Company's procedures for detecting fraud;
8.4.3	review the Company's systems and controls for the prevention of bribery and receive reports on non-compliance; and
8.4.4	review regular reports from the Group General Counsel and keep under review the adequacy and effectiveness of the Company's compliance function.
8.5	<p><u>Internal audit</u></p> <p>The Committee shall</p>
8.5.1	monitor and review the effectiveness and resources of the Company's internal audit function in the context of the Company's overall risk management system;
8.5.2	approve the appointment and removal of the Group Audit Director;
8.5.3	review and assess the annual internal audit plan;
8.5.4	review and annually approve the internal audit charter;
8.5.5	review reports addressed to the Committee from the Group Audit Director;

8.5.6	review and monitor management's responsiveness to the findings and recommendations of the Group Audit Director; and
8.5.7	meet the Group Audit Director at least once a year, without management being present, to discuss their remit and any issues arising from the internal audits carried out. In addition, the Group Audit Director shall be given the right of direct access to the Chairman of the Board and to the Committee.
8.6	<u>External Audit</u> The Committee shall
8.6.1	consider and make recommendations to the Board, to be put to shareholders for approval at the AGM, in relation to the appointment, re-appointment and removal of the Company's external auditor;
8.6.2	ensure that at least once every ten years the audit services contract is put out to tender to enable the Committee to compare the quality and effectiveness of the services provided by the incumbent auditor with those of other audit firms; and in respect of such tender oversee the selection process and ensure that all tendering firms have such access as is necessary to information and individuals during the tender process; and
8.6.3	if the external auditor resigns, investigate the issues leading to this and decide whether any action is required;
8.6.4	oversee the relationship with the external auditor including (but not limited to)
8.6.4.1	approve their remuneration, whether fees for audit or non-audit services and that the level of fees is appropriate to enable an effective and high quality audit to be conducted;
8.6.4.2	approval of their terms of engagement, including any engagement letter issued at the start of each audit and the scope of the audit;
8.6.4.3	assessing annually their independence and objectivity taking into account relevant professional and regulatory requirements and the relationship with the auditor as a whole, including the provision of any non-audit services;
8.6.4.4	satisfying itself that there are no relationships (such as family, employment, investment, financial or business) between the auditor and the Company (other than in the ordinary course of business) which could adversely affect the auditor's independence and objectivity;
8.6.4.5	agreeing with the Board a policy on the employment of former employees of the Company's auditor, then monitoring the implementation of this policy;
8.6.4.6	monitoring the auditor's compliance with relevant ethical and professional guidance on the rotation of audit partner, the level of fees paid by the Company compared to the overall fee income of the firm, office and partner and other related requirements;
8.6.4.7	assessing annually the qualifications, expertise and resources of the auditor and the effectiveness of the audit process, which shall include a report from the external auditor on their own internal quality procedures;

8.6.4.8	seeking to ensure co-ordination with the activities of the internal audit function;
8.6.5	meet regularly with the external auditor, including once at the planning stage before the audit and once after the audit at the reporting stage. The Committee shall meet the external auditor at least once a year, without management being present, to discuss the auditor's remit and any issues arising from the audit;
8.6.6	review and approve the annual audit plan and ensure that it is consistent with the scope of the audit engagement; and
8.6.7	review the findings of the audit with the external auditor. This shall include but not be limited to, the following
8.6.7.1	a discussion of any major issues which arose during the audit
8.6.7.2	key accounting and audit judgements
8.6.7.3	levels of errors identified during the audit
8.6.7.4	the effectiveness of the audit.
	<u><i>Other external audit matters:</i></u> The Committee shall also
8.6.8	review any representation letter(s) requested by the external auditor before they are signed by management;
8.6.9	review the management letter and management's response to the auditor's findings and recommendations; and
8.6.10	develop and implement a policy on the supply of non-audit services by the external auditor, taking into account any relevant ethical guidance on the matter.
9.	Reporting responsibilities
9.1	The Committee Chairman shall report formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
9.2	The Committee shall make whatever recommendations to the Board it deems appropriate on any area within its remit where action or improvement is needed.
9.3	The Committee shall produce a report on its activities to be included in the Company's annual report.
10.	Other matters The Committee shall
10.1	have access to sufficient resources in order to carry out its duties, including access to the Company Secretariat department for assistance as required;
10.2	be provided with appropriate and timely training, both in the form of an induction programme for new members and on an ongoing basis for all members;

10.3	give due consideration to laws and regulations, the provisions of the Code and the requirements of the Financial Conduct Authority's Listing, Prospectus, Disclosure Guidance and Transparency Rules and any other applicable Rules, as appropriate;
10.4	be responsible for co-ordination of the internal and external auditors;
10.5	oversee any investigation of activities which are within its terms of reference; and
10.6	arrange for the annual review of its own performance and effectiveness.
11.	Authority The Committee is authorised
11.1	to seek any information it requires from any employee of the Company in order to perform its duties;
11.2	to obtain, at the Company's expense, outside legal or other professional advice on any matter within its terms of reference;
11.3	to call any employee to be questioned at a meeting of the Committee as and when required; and
11.4	to have the right to publish in the Company's annual report details of any issues that cannot be resolved between the Committee and the Board.